

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING
ELECTIONS, UNIT: VC-3169
(hereinafter "Subject Drilling Unit")

DOCKET NO. VG0B-98/0616-0670

REPORT OF BOARD

FINDINGS AND ORDER


1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on June 30, 1998, and recorded at Book 336, Page 639 in the Office of the Clerk of Circuit Court, Dickenson County, Virginia on July 6, 1998 (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed Equitable Resources Energy Company, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
 - (b) The designated operator filed its affidavit of mailing dated July 15, 1998, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;
 - (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated August 24, 1998, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit

- (d) of Election”), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board’s Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein “Statement of Interests”); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B.
 - (e) Current Board standards requiring the escrow of funds and the Board’s agreement with its Escrow Agent, First Virginia Bank- Mountain Empire, P.O. Box 1038, Abingdon, Virginia 24212, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2. above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, First Virginia Bank-Mountain Empire, Trust Department, P.O. Box 1038, Abingdon, Virginia 24212, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that true and correct copy of this Order to each person whose interest or claim is subject to escrow and whose address is known.
5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 8th day of December, 1998 by a majority of the Virginia Gas and Oil Board.

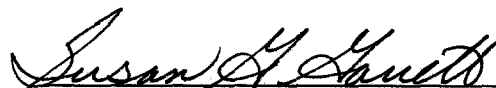

Chairman, Benny R. Wampler

DONE AND PERFORMED THIS 9th day of December, 1998, by Order of this Board.


Byron Thomas Fulmer
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF WISE)

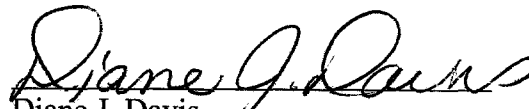
Acknowledged on this 8th day of December, 1998, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny R. Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Susan G. Garrett
Notary Public

My commission expires 7/31/98

STATE OF VIRGINIA)
COUNTY OF WISE)

Acknowledged on this 9th day of December, 1998, personally before me a notary public in and for the Commonwealth of Virginia, appeared Byron Thomas Fulmer, being duly sworn did depose and say that he is Principal Executive to the Staff Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Diane J. Davis
Notary Public

My commission expires: 9/30/2001

VIRGINIA:***BEFORE THE VIRGINIA GAS AND OIL BOARD***

IN RE: Application of Equitable Resources Energy Company, Eastern Region for Forced Pooling of Interests in Unit Number VC-3169, VGOB Docket No. VGOB-98/0616-0670 in the Kenady Magisterial District of Dickenson County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 155 Shelby Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on June 30, 1998, by the Virginia Gas and Oil Board regarding the captioned coalbed methane Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on July 6, 1998.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

NONE

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, Board Regulations and

the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

The following revenue interests are **subject to escrow** provisions due to conflicting Claims as between the gas owner and the coal owner.

Tract	Name	Royalty Interest
✓ 1	Johnny L. Smith and Lorretta Y. Smith	0.05276250 RI
	OR	
	ANR Coal Company, L.L.C.	0.052766250 RI
2	McKinley Stanley and Mary Jane Stanley	0.00115000 RI
	OR	
	ANR Coal Company, L.L. C.	0.0115000 RI
5	Jimmy M. Smith	0.00610000 RI
	OR	
	ANR Coal Company, L.L.C.	0.00610000 RI
6	Jimmy E. Lee and Linda Lee	0.00311875 RI
	David A. Lee and Vickie Lee	0.00311875 RI
	OR	
	ANR Coal Company, L.L.C.	0.00623750 RI
7	Bernard Trigg Smith and Dianne Smith	0.01397500 RI
	OR	

ANR Coal Company, L.L.C.

0.01397500 RO

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims which are not subject to escrow:

NONE

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraphs 10 of the Order.

<u>Tract</u>	<u>Name</u>	<u>Cash Consideration</u>
5 Gas Estate	Jimmy M. Smith	2.8700 Acres x \$5=\$14.35
7 Gas Estate	Bernard Trigg Smith Dianne Smith	6.5700 Acres x \$5=\$32.85

That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are required in this matter pursuant to the terms of §§ 45-1-361.21.D.

Dated at Kingsport, Tennessee, this 24th day of August 1998.

James E. Kaiser
Affiant

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Resources Energy Company, a corporation, on behalf of the corporation, this 24th day of August 1998.

My commission expires: July 31, 2001

Jamie E. Fuller
Notary

EXHIBIT "B"
VC-3169
VGOB 98-0616-0670

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
<u>Gas Estate Only</u>					
1	Johnny L. Smith and Loretta Y. Smith, H/W PO Box 1053 Coeburn VA 24230	Leased-EREC 244831L 01	42.210000%	24.8100	0.05276250 RI
	Equitable Resources Energy Company				0.36933750 WI
Tract 1 Totals			42.210000%	24.8100	0.42210000
2	McKinley Stanley and Mary Jane Stanley, H/W Route 2, Box 129 Coeburn VA 24230	Leased-EREC 244895L 01	0.920000%	0.5400	0.00115000 RI
	Equitable Resources Energy Company				0.00805000 WI
Tract 2 Totals			0.920000%	0.5400	0.00920000
3	The Pittston Company c/o Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart P. O. Box 5100 Lebanon, VA 24226	241640L 01 T2-115	17.800000%	10.4600	0.02225000 RI
	Equitable Resources Energy Company				0.15575000 WI
Tract 3 Totals			17.800000%	10.4600	0.17800000
4	The Pittston Company c/o Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart P. O. Box 5100 Lebanon VA 24226	Leased-EREC 241490L 01 T-638	17.730000%	10.4200	0.02216250 RI
	Equitable Resources Energy Company				0.15513750 WI
Tract 4 Totals			17.730000%	10.4200	0.17730000

EXHIBIT "B"
VC-3169
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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
5	Jimmy M. Smith, single Route 2, Box 120A Coeburn VA 24230	Deemed Leased	4.880000%	2.8700	0.00610000 RI
	Equitable Resources Energy Company				0.04270000 WI
Tract 5 Totals			4.880000%	2.8700	0.04880000
6	Jimmy E. Lee and Linda Lee, H/W Route 2, Box 117 Coeburn VA 24230	Leased-EREC 244830L 02	2.495000%	1.4650	0.00311875 RI
	David A. Lee and Vickie Lee, H/W PO Box 574 Clintwood VA 24228	Leased-EREC 244830L 01	2.495000%	1.4650	0.00311875 RI
	Equitable Resources Energy Company				0.04366250 WI
Tract 6 Totals			4.990000%	2.9300	0.04990000
7	Bernard Trigg Smith and Dianne Smith, H/W Box 105 Woodleaf NC 27054	Deemed Leased	11.180000%	6.5700	0.01397500 RI
	Equitable Resources Energy Company				0.09782500 WI
Tract 7 Totals			11.180000%	6.5700	0.11180000
8	The Pittston Company c/o Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart P. O. Box 5100 Lebanon, VA 24226	Leased-EREC 241490L 01 T-624	0.290000%	0.1700	0.00036250 RI
	Equitable Resources Energy Company				0.00253750 WI
Tract 8 Totals			0.290000%	0.1700	0.00290000
TOTAL GAS ESTATE			100.000000%	58.7700	1.00000000

EXHIBIT "B"
VC-3169
VGOB 98-0616-0670

BK 341 PG 805

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
<u>Coal Estate Only</u>					
1	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased-EREC 244943L 01 D-5	42.210000%	24.8100 After 120% Payout	0.05276250 RI 0.07914375 RI
	Equitable Resources Energy Company				0.36933750 WI After 120% Payout 0.34295625 WI
Tract 1 Totals			42.210000%	24.8100	0.42210000
2	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased-EREC 244943L 01 D-5	0.920000%	0.5400 After 120% Payout	0.00115000 RI 0.00172500 RI
	Equitable Resources Energy Company				0.00805000 WI After 120% Payout 0.00747500 WI
Tract 2 Totals			0.920000%	0.5400	0.00920000
3	The Pittston Company c/o Clinchfield Coal Company Attn: Steve Smith P. O. Box 7 Dante, VA 24237	Leased-EREC 241640L 01 T2-115	17.800000%	10.4600	0.02225000 RI
	Equitable Resources Energy Company				0.15575000 WI
Tract 3 Totals			17.800000%	10.4600	0.17800000
4	The Pittston Company c/o Clinchfield Coal Company Attn: Steve Smith P. O. Box 7 Dante, VA 24237	Leased-EREC 241490L01 T-638	17.730000%	10.4200	0.02216250 RI
	Equitable Resources Energy Company				0.15513750 WI
Tract 4 Totals			17.730000%	10.4200	0.17730000

EXHIBIT "B" BK 341 PG 806
VC-3169
VGOB 98-0616-0670

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
5	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased-EREC 244943L 01 D-5	4.880000%	2.8700 After 120% Payout	0.00610000 RI 0.00915000 RI
	Equitable Resources Energy Company			After 120% Payout	0.04270000 WI 0.03965000 WI
Tract 5 Totals			4.880000%	2.8700	0.04880000
6	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased-EREC 244943L 01 D-5	4.990000%	2.9300 After 120% Payout	0.00623750 RI 0.00935625 RI
	Equitable Resources Energy Company			After 120% Payout	0.04366250 WI 0.04054375 WI
Tract 6 Totals			4.990000%	2.9300	0.04990000
7	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased-EREC 244943L 01 D-5	11.180000%	6.5700 After 120% Payout	0.01397500 RI 0.02096250 RI
	Equitable Resources Energy Company			After 120% Payout	0.09782500 WI 0.09083750 WI
Tract 7 Totals			11.180000%	6.5700	0.11180000
8	The Pittston Company c/o Clinchfield Coal Company Attn: Steve Smith P. O. Box 7 Dante, VA 24237	Leased-EREC 241490L01 T-624	0.290000%	0.1700	0.00036250 RI
	Equitable Resources Energy Company				0.00253750 WI
Tract 8 Totals			0.290000%	0.1700	0.00290000

TOTAL COAL ESTATE 100.000000% 58.7700 1.00000000

VIRGINIA: IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT OF DICKENSON COUNTY, 1-4- 1999. This deed was this day presented in said office, and upon the certificate of acknowledgment thereto annexed, admitted to record at 11:46 o'clock P. M., after payment of \$ — tax imposed by Sec. 58.1-802.

Original returned this date to:

Diane Davis

TESTE: JOE TATE, CLERK

BY: [Signature]

D. CLERK